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Hand Signatures

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** New Earth Landscaping, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Andrews  
(Name of Person)

New Earth Landscaping, LLC  
(Firm/Company)

2500 Giralda Cir. East, #201  
(Address)

Palm Beach Gardens, FL 33410  
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Andrews at (561) 248-0424  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

December 12, 2003

New Earth Landscaping  
2500 Giralda Cir. East, #201  
Palm Beach Gardens, FL 33410  
(561) 248-0424

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

In response to your letter, I am enclosing the correct papers. I apologize. I sent the copy that we were supposed to keep instead of the notarized ones.

Our check in the amount of \$160.00 has already been received by you and cashed.

Sincerely,



Eileen LaCasse  
Bookkeeper

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 4, 2003

MICHAEL ANDREWS  
NEW EARTH LANDSCAPING, LLC  
2500 GIRALDA CIR. EAST, #201  
PALM BEACH GARDENS, FL 33410

SUBJECT: NEW EARTH LANDSCAPING, LLC  
Ref. Number: W03000036530

We have received your document for NEW EARTH LANDSCAPING, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to sign the documents.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 403A00065298

**ARTICLES OF ORGANIZATION OF**

**NEW EARTH LANDSCAPING, L.L.C**

**A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608.401 et. seq. the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I - NAME**

The name of the limited liability company shall be NEW EARTH LANDSCAPING, L.L.C, and its principal place of business shall be in the City of Palm Beach Gardens, Palm Beach County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 2500 Giralda Cir. East, #201, in the City of Palm Beach Gardens, Palm Beach County, State of Florida 33410 The mailing address of this limited liability company is: 2500 Giralda Cir. East, #201, Palm Beach Gardens, FL 33410.

**ARTICLE III - DURATION**

This limited liability company shall exist perpetually from the date of filing with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IV - MANAGEMENT**

This limited liability company shall be managed by one person. The name and address of the person who shall serve as such manager until the first annual meeting of members or until a successor is elected and qualified is as follows: MICHAEL ANDREWS, 2500 Giralda Cir. East, Palm Beach Gardens, FL 33410, Palm Beach County, State of Florida.

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## **ARTICLE V - MEMBERS**

This limited liability company has one (1) member whose name and address are:

Michael Andrews  
2500 Giralda Cir. East, #201  
Palm Beach Gardens, FL 33410

## **ARTICLE VI - PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foregoing state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance

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of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorized or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

#### **ARTICLE VII - CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of One Hundred Dollars (\$100.00) cash shall be paid to the limited liability company by the original member. Additional contributions may be made as required for investment purposes, as determined by unanimous consent of the members. Members will make such voluntary contributions pro-rata in proportion to each member's relative capital account.

#### **ARTICLE VIII - PROFITS and LOSSES AND INDEMNIFICATION**

(a) Sharing Profits. The member(s) shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to each member's relative capital account. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement date, or upon written approval of all members.

(b) Losses and Indemnification. All losses that occur in the operation of the limited liability company business shall be allocated among the members on the basis of each member's relative capital account. Provided however, such allocation of losses shall not in any manner confer any liability on such members whatsoever, it being the intention of these Articles to afford members of this limited liability company the most complete elimination of liability and the fullest rights to indemnification possible under the laws of the State of Florida including, but not limited to, §608.436 and §608.4363 Florida Statutes (1995) and these Articles shall be so construed.

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**ARTICLE IX - LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member of this limited liability company as more fully set forth above in Article IV. This article may be amended from time-to-time in the regulations of the limited liability company.

**ARTICLE X - INITIAL REGISTERED OFFICE & REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 2500 Giralda Cir. East, #201, Palm Beach Gardens, FL 33410, and the name of its initial registered agent at such address is MICHAEL ANDREWS..

**ARTICLE XI - RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent by all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the Authorized Agent and Representative for the original member of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of NEW EARTH LANDSCAPING, L.L.C

Executed by the undersigned at the City of Palm Beach Gardens, County of Palm Beach, State of Florida, on November 18<sup>th</sup>, 2003.

\_\_\_\_\_  
\_\_\_\_\_



MICHAEL ANDREWS  
Authorized Agent and  
Representative for Original  
Members

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**ACKNOWLEDGMENTS FOR ARTICLES OF ORGANIZATION OF  
NEW EARTH LANDSCAPING, L.L.C**

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of November, 2003 by Michael Andrews, as Authorized Agent and Representative for the original member of NEW EARTH LANDSCAPING, L.L.C, who is personally known to me and who did take an oath and who acknowledges and understands that the facts stated herein are stated under penalty of perjury.



Theresa A. Shannon  
Notary Public State of Florida

My Commission Expires: March 25, 2007

Theresa A. Shannon  
MY COMMISSION # DD196161 EXPIRES  
March 25, 2007  
BONDED THRU TROFAIN INSURANCE, INC.

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA

COUNTY OF PALM BEACH

In compliance with Florida Statutes §608.407(2), the undersigned member or authorized representative of a member of NEW EARTH LANDSCAPING, L.L.C, deposes and says:

1. The limited liability company identified above has at least one (1) member.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by the member is \$-0-.
4. The total amount of cash or property anticipated to be contributed by the member is \$1,000.00. This total includes the amounts from 2 and 3 above.



MICHAEL ANDREWS  
Authorized Agent and  
Representative of Original Member of NEW  
EARTH LANDSCAPING, L.L.C

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The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of November, 2003 by MICHAEL ANDREWS, as Authorized Agent and Representative on behalf of NEW EARTH LANDSCAPING, L.L.C, a limited liability company, who is personally known to me and who did take an oath.



Theresa D. Shannon  
MY COMMISSION # DD196161 EXPIRES  
March 25, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public State of Florida

My Commission Expires: March 25, 2007

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §608.415 and §608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

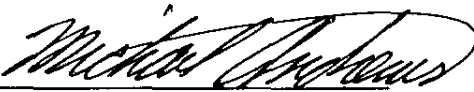
NEW EARTH LANDSCAPING, L.L.C

2. The name and address of the registered agent and office is:

MICHAEL ANDREWS  
2500 Giralda Cir. East, #201  
Palm Beach Gardens, FL 33410

This statement is to acknowledge that, as indicated above, NEW EARTH LANDSCAPING, L.L.C has appointed MICHAEL ANDREWS, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 11/18/2003



Michael Andrews

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of November, 2003 by MICHAEL ANDREWS, as Authorized Registered Agent on behalf of NEW EARTH LANDSCAPING, L.L.C, a limited liability company, who is personally known to me.



Notary Public State of Florida

My Commission Expires: March 25, 2007



Theresa D. Shannon  
MY COMMISSION # DD196161 EXPIRES  
March 25, 2007  
BONDED THRU TROY FAIR INSURANCE, INC.

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